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FROB

Autoridad de Resolución Ejecutiva

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ANNUAL REPORT

2025

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ABBREVIATIONS AND ACRONYMS

APS	Asset Protection Scheme
CCP	Central Counterparty
CMG	Crisis Management Group
CNMV	National Securities Market Commission
CoCos	Contingent Convertible Bonds
DGF	Deposit Guarantee Fund
ECB	European Central Bank
EBA	European Banking Authority
ESM	European Stability Mechanism
FSB	Financial Stability Board
ICAC	Accounting and Auditing Institute
IPO	Public Offering of Shares
IRT	Internal Resolution Team
ISF	Investment Services Firm
Law 9/2012	Law 9/2012 of 14 November on the restructuring and resolution of credit institutions
Law 19/2013	Law 19/2013 of 9 December on transparency, access to public information and good governance.
Law 11/2015	Law 11/2015 of 18 June 2015 on the recovery and resolution of credit institutions and investment firms
MREL	Minimum Requirement of Eligible Liabilities. Minimum requirement for own funds and eligible liabilities for internal recapitalisation
NRA	National Resolution Authority
NRF	National Resolution Fund
Regulation (EU) No 806/2014	Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund, and amending Regulation (EU) No 1093/2010
ResCo	Resolution Committee
ReSG	Resolution Steering Group

Royal Decree 1012/2015	Royal Decree 1012/2015, of 6 November, developing Law 11/2015, of 18 June, on the recovery and resolution of credit institutions and investment firms, and amending Royal Decree 2606/1996, of 20 December, on deposit guarantee funds of credit institutions.
Royal Decree Law 1/2022	Royal Decree-Law 1/2022, of 18 January, amending Law 9/2012, of 14 November, on the restructuring and resolution of credit institutions; Law 11/2015, of 18 June, on the recovery and resolution of credit institutions and investment firms; and Royal Decree 1559/2012, of 15 November, establishing the legal regime of asset management companies, in relation to the legal regime of the Asset Management Company for Assets Arising from Bank Restructuring.
Sareb	Asset Management Company for Assets Arising from Bank Restructuring
SRB	Single Resolution Board
SRM	Single Resolution Mechanism

CHAIR'S STATEMENT

In 2025, ten years have passed since the European Single Resolution Mechanism (SRM) became operational, marking a turning point in the way financial crises are addressed in Europe. FROB has played a significant role in the SRM throughout this decade.

Over these years, the SRM has become firmly established as a key pillar of the framework of rules and institutions that safeguard financial stability in Europe. The overall assessment is unquestionably positive, with significant progress having been made in a number of areas: planning, funding, implementation and regulation.

In terms of planning, we now have mature resolution plans in place for all institutions and have made progress in developing capabilities and improving operationalisation, as a result of years of work.

In terms of funding, the sector has made a considerable effort: all Spanish institutions meet the MREL requirement, a crucial buffer for absorbing losses and recapitalising institutions where necessary, while the Single Resolution Fund has reached its target level, providing a safety net for addressing crises without recourse to taxpayers.

In terms of implementation, the resolution framework has not remained merely theoretical. The first resolutions under the new framework, Banco Popular and Sberbank, provided an opportunity to test the tools, validate procedures and draw key lessons that will guide our future work.

Lastly, on the regulatory front, this decade culminates in a significant step forward. The recent approval of the reform of the Crisis Management and Deposit Insurance (CMDI) framework represents a decisive step towards improving the applicability of the framework, particularly to small and medium-sized institutions.

As a result of all these developments, we are better prepared today. However, strengthening the resolution framework is an ongoing task, and we must continue to address the challenges that remain and consider how best to prepare for future crises, particularly in a changing world and against the backdrop of the transformations taking place in our economies and financial systems.

The Banking Union is the European Union's most important economic integration project since the creation of the euro, but it remains incomplete. We must continue to move forward with determination and commitment in strengthening the framework, rigorously implementing the CMDI reform, reviving efforts to establish a European deposit insurance scheme, and putting in place a credible, swift and consistent European liquidity backstop for resolution.

We must also make consistent and ambitious progress towards the objectives of regulatory simplification and reducing administrative burdens that all institutions have set themselves. There is clearly room for improvement: we need to rationalise requirements, reduce complexity and improve transparency in the area of resolution. At the same time, this agenda must remain compatible with preserving the ultimate objectives of regulation, particularly those relating to financial stability, and must be pursued with the caution warranted by our recent financial history.

Lastly, we must address the challenges arising from the changing nature of recent financial and banking crises, which unfold more rapidly and abruptly and are amplified by the digitalisation of the sector. In addition, cybersecurity risks and geopolitical tensions are reshaping the financial environment and require us to strengthen the resolution framework in an increasingly complex context.

Faced with this new reality, we must be prepared. And this is precisely where, as a resolution authority, we are concentrating our greatest efforts and capabilities: regular simulation exercises that allow us to test our response in a controlled environment and identify improvements before a real crisis occurs; open dialogue with supervisors and other authorities to share key information and anticipate scenarios; improvements in governance to increase the range of available options and our ability to take decisions within hours; and immediate access to granular, reliable data. These are just some examples of the areas on which our work is focused.

I would like to conclude by expressing my gratitude to all FROB staff for their commitment, hard work and professionalism. The achievements set out in this Annual Report are the direct result of the technical rigour, dedication to public service and capabilities of FROB's teams in fulfilling our institutional mission.

Álvaro López Barceló

Chair

EXECUTIVE SUMMARY

In 2025, FROB continued to carry out its activities in the area of financial institution resolution within the framework of responsibilities established by the European Single Resolution Mechanism (SRM).

Accordingly, FROB continued its preparations for potential resolution cases by reviewing and improving crisis management procedures for significant and less significant institutions and by conducting banking crisis simulation exercises. These included a simulation involving a fictitious credit institution under its direct responsibility and participation in a simulation exercise conducted at Single Resolution Board (SRB) level.

FROB also participated actively in the SRB's Internal Resolution Teams for the 10 Spanish significant institutions, as well as for foreign institutions with a significant subsidiary or branch in Spain, contributing to the review of recovery plans, the review and analysis of draft resolution plans, and the monitoring of measures to be taken by institutions to strengthen their resolvability. The Chair of FROB participated and voted on behalf of Spain in the SRB's Extended Executive Sessions at which decisions concerning the 2024 and 2025 planning cycles for these institutions were adopted.

As regards its advisory role in resolution planning, during the year FROB reviewed and issued reports on the resolution plans and minimum requirement for own funds and eligible liabilities (MREL) of 25 less significant credit institutions (5 relating to the 2024 planning cycle and 20 to the 2025 planning cycle) and 12 investment firms relating to the 2025 planning cycle. It also analysed 9 recovery plans for less significant credit institutions submitted by the Bank of Spain and 3 recovery plans for investment firms submitted by the Spanish National Securities Market Commission (CNMV).

In addition, FROB continued to participate in the resolution colleges of central counterparties (CCPs), exercising its voting rights in the BME Clearing college, participating in simulation exercises involving notifications from foreign central counterparties in the event of resolution, and participating as an observer in ESMA's CCP Resolution Committee.

As the Spanish authority responsible for international contact and coordination on resolution matters, FROB continued to represent Spain's position in the various international forums specialising in resolution, promoting progress towards a more robust resolution framework. In this regard, the Chair of FROB, as a member of the SRB Plenary Session, participated in discussions on simplifying banking regulation with a view to promoting the efficiency and competitiveness of the sector, as well as in defining common work and testing priorities for institutions for 2026, 2027 and 2028 and in developing the new methodology for assessing institutions' resolvability and the resulting process for adopting remedial measures.

As regards contributions to the Single Resolution Fund (SRF), during the first few months of the year the Single Resolution Board (SRB) verified the financial means available in the SRF and announced that the target level continued to be met and that, accordingly, no contributions would be collected in the 2025 financial year. FROB's Governing Committee, for its part, assessed whether contributions should be collected in 2025 from investment firms and non-EU branches subject to the National Resolution Fund (NRF). Since the NRF's financial means were sufficient to cover 1% of the covered deposits of the institutions contributing to it, the Governing Committee determined that contributions from those institutions would not be necessary for the 2025 cycle.

As regards resolution or restructuring processes initiated prior to the entry into force of Law 11/2015, FROB's activities continued to focus on the proper exercise of its rights in its investees, BFA and Sareb; monitoring the divestment of its interest, held through BFA, in the credit institution in which it continues to hold an interest (CaixaBank); and monitoring litigation arising from the various resolution measures.

With regard to the monitoring of its investees, it is noteworthy that in 2025, as a result of BFA's performance and financial strength, FROB received dividends from BFA for the second consecutive year, amounting to EUR 770 million (compared with 490 million euros in 2024). Thus, in April 2025 FROB received 510 million euros as a final dividend out of BFA's profit for 2024, while in November 2025 it received 260 million euros as an interim dividend out of BFA's profit for 2025.

As regards BFA's results for 2025, its profit of 722 million euros enabled the entire profit for the year to be distributed to FROB by way of dividends, comprising the aforementioned interim dividend of 260 million euros and a final dividend of 462 million euros, which FROB received in May 2026.

Furthermore, pursuant to the resolutions adopted by FROB's Governing Committee, between December 2024 and January 2025, and again between June and July 2025, BFA sold the number of CaixaBank shares necessary to maintain its stake in the credit institution at 18.1%, thereby preventing that percentage from increasing as a result of CaixaBank's successive share buyback programmes. In addition, on 15 December 2025 FROB approved a further sale of shares for the same purpose in connection with a new CaixaBank share buyback programme, which was implemented between January and February 2026.

For its part, in 2025 Sareb adopted and implemented a series of measures and strategies to structure its contribution to the creation of a public stock of affordable and social rental housing, while simultaneously continuing the divestment of its remaining real estate and financial assets.

ACTIVITIES CARRIED OUT IN 2025

1. ACTIVITIES WITHIN THE FRAMEWORK OF THE SINGLE RESOLUTION MECHANISM

1. During 2025, FROB continued to carry out its activities within the framework of responsibilities established by the European Single Resolution Mechanism (hereinafter, the “SRM”):

    - for significant credit institutions, as Spain’s representative on the governing bodies of the Single Resolution Board (hereinafter, the “SRB”) and as the authority responsible for the national implementation of the SRB’s resolution decisions; and

    - for other banking institutions (less significant credit institutions) and investment firms that do not belong to banking groups headed by significant institutions, as the executive resolution authority responsible for approving and implementing resolution measures and exercising certain advisory functions during the planning phase. In this context, the exercise of FROB’s responsibilities in relation to these institutions requires close cooperation with the Bank of Spain and the CNMV, each acting within the scope of its respective responsibilities, both as supervisors and as preventive resolution authorities.

2. The number of significant institutions in Spain remained at 10. The number of foreign significant credit institutions with significant subsidiaries or branches in Spain also remained unchanged from the previous year, at 5.

Table 1. Entities

SRB RESPONSIBILITY

SIGNIFICANT SPANISH ENTITIES

Santander
BBVA
CaixaBank
Sabadell
Ibercaja
Unicaja
Grupo Cooperativo Cajamar
Bankinter
Kutxabank
Abanca

TOTAL SPANISH SI: 10

FROB RESPONSIBILITY

LSI AND ESI

Less Significant Credit Insitutions (LSI)

TOTAL ESI: 31

Investment Services Firms (ESI)

TOTAL LSI: 56

TOTAL FROB: 88

SIGNIFICANT FOREIGN ENTITIES WITH A SIGNIFICANT SUBSIDIARY OR BRANCH IN SPAIN

Deutsche Bank
BNP Paribas
Crédit Agricole
ING
Banca Mediolanum

TOTAL FOREIGN SI: 5

TOTAL SRB: 15

Source: FROB

1.1. PREPARATION FOR RESOLUTION

3. The European resolution framework places a strong emphasis on both the prevention of credit institution and investment services firm insolvency and the planning of their resolution.

Table 2. Resolution. Distribution of competencies[1]

Resolution Authorities	Significant and cross border credit institutions	Less significant credit institutions and investment firms
Preventive Phase	**Single Resolution Board (SRB),** with collaboration of BoS and FROB, through Internal Resolution Teams (IRTs)	**Bank of Spain** **CNMV** (National Securities Market Commission)
Executive Phase	**SRB** declares resolution and decides resolution scheme. **FROB** executes SRB resolution decision	**FROB** declares resolution, decides resolution scheme and executes it

Source: FROB.

Source: FROB.

1.1.1. Recovery and early intervention

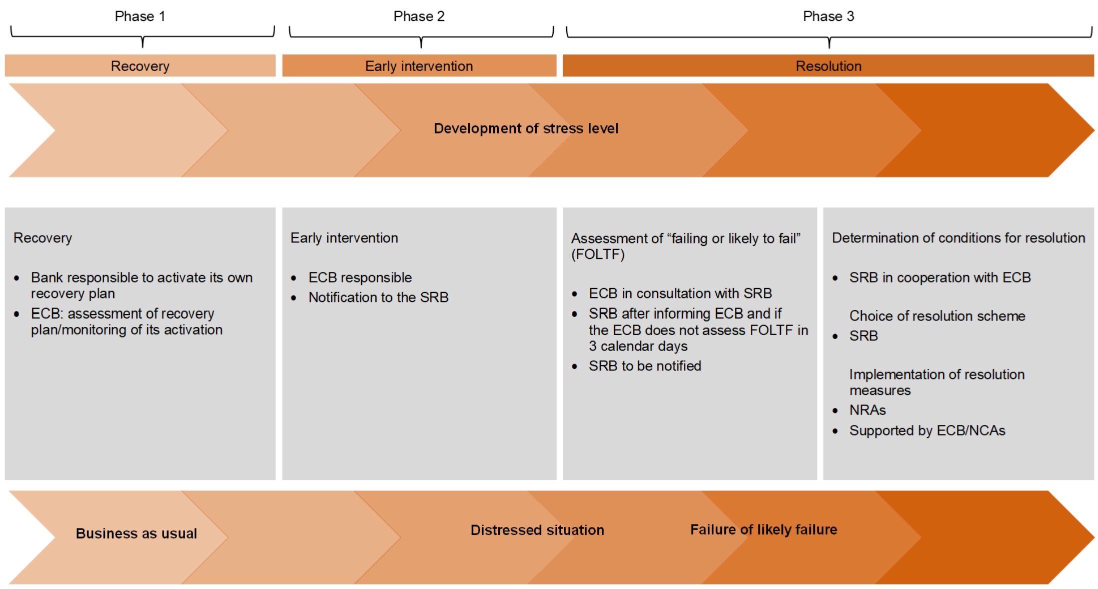
4. Whilst preventive competences are primarily exercised by supervisors (European Central Bank, Bank of Spain, and CNMV), the SRB and national resolution authorities (NRAs) are also accorded legal powers in this regard.

5. Law 11/2015 requires all institutions to draft a recovery plan that must be approved by the entity's administrative body, for subsequent review by the supervisor. This plan must outline the actions the entity could undertake to restore its financial position in the event of significant deterioration in capital, liquidity, profitability, or any other circumstance that could affect its viability. Recovery plans must be updated annually. However, for those plans subject to simplified obligations, as permitted by article 5 of Royal Decree 1012/2015, updates may occur less frequently than generally required.

[1] The resolution decision by the SRB must be validated by the European Commission.

6. According to the regulations, resolution authorities also review these plans, forwarded by the supervisor, and may propose amendments insofar as the plans could adversely affect entities' resolvability.
7. Regarding the 10 significant Spanish credit entities, in 2025, FROB analysed recovery plans within the Internal Resolution Teams (IRT) of the SRB.
8. With respect to nationally competent entities, in 2025, FROB analysed the recovery plans of 9 less significant credit entities from the 2025 planning cycle, submitted by the Bank of Spain. 3 recovery plans of investment services firms, submitted by the CNMV, were also analysed, corresponding to the 2025 planning cycle.

Table 3. From recovery to resolution[2] [3]



Source: FROB

[2] Significant entities.

[3] The resolution decision by the SRB must be validated by the European Commission.

1.1.2. Resolution Planning

Less significant credit institutions and investment services firms.

9. In the case of less significant credit institutions and investment services firms, Law 11/2015 establishes that the preventive resolution authority (Bank of Spain and CNMV, respectively) must draft and approve a resolution plan for these entities, to be updated annually, except for those subject to simplified obligations, where the update frequency may be less than generally prescribed.
10. Once drafted and prior to approval, the resolution plan (incorporating the evaluation of the entity's resolvability) is forwarded to FROB and the competent supervisor, to produce the corresponding report as laid down in Law 11/2015. Additionally, the Bank of Spain forwards resolution plans to the SRB for their opinion, as stipulated in the Regulation (EU) No 806/2014 on the Single Resolution Mechanism.
11. Similarly, the corresponding preventive resolution authority sets the Minimum Requirement for Own Funds and Eligible Liabilities (MREL) of each entity, based on FROB's report.
12. During the 2025 cycle, for less significant entities and investment firms, FROB, as the executive resolution authority, was responsible for a total of 56 credit institutions and 31 investment services firms (groups or individual entities), whose resolution plans are drafted by the Bank of Spain and CNMV, respectively, under Law 11/2015, following FROB's report.
13. In 2025, FROB reviewed and issued reports on the resolution plans and MREL for 25 less significant credit entities (5 from the 2024 planning cycle and 20 for the 2025 planning cycle) and for 12 investment services firms, linked to the 2025 planning cycle.

Significant credit entities and cross-border groups within the SRB.

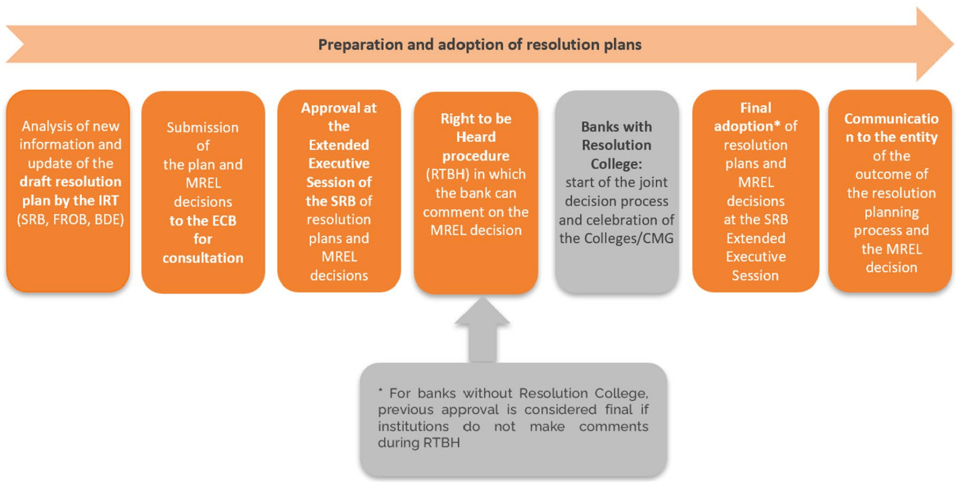
14. The SRB is responsible for resolution matters of significant credit entities and cross-border groups. In these instances, resolution plans are drafted by Joint Work Teams, the IRTs, composed of staff from the SRB and NRAs (in Spain, the Bank of Spain and FROB) and led by an SRB member.
15. FROB is a member of the IRTs for Spanish entities or those with a presence in Spain, engaging in the review and analysis of draft resolution plans and MREL requirements, as well as in various meetings held between entities and the SRB to discuss progress in resolvability and monitor work priorities. In this context, collaboration assumes particular significance in analysing the advancements in the capabilities of entities to enhance their resolvability through in-depth reviews (*deep dives)*, some of them through on-site visits, as well as in conducting drills.
16. Resolution plans and MREL requirements of entities are preliminarily approved by the SRB in its Extended Executive Session, after consultation with the European Central Bank (ECB). This session includes permanent board members and representatives of NRAs from countries where the entities affected by the decisions are established. The Chair of FROB participates in the discussions and decision-making (with voting rights as a Plenary Member representing Spanish

authorities) in the Extended Executive Session meetings where decisions regarding Spanish and foreign entities with subsidiaries in Spain are to be adopted. In the case of Banking Union entities with significant branches in Spain, FROB participates as an observer. Subsequently, the preliminary MREL decision is communicated to the entities, initiating the right-to-hearing process during which entities can submit comments. In the absence of comments from the entity, the preliminary decision becomes final. Otherwise, the IRT analyses the observations received, and, if applicable, may propose alterations to the preliminarily approved MREL requirement. After this analysis, regardless of whether changes are implemented or not, a new Extended Executive Session convenes for the definitive approval of the resolution plan and MREL requirement.

17. For entities with resolution colleges, the approval process is somewhat more complex as a greater number of authorities are involved. Resolution plans and MREL decisions are preliminarily approved in the JRB's Extended Executive Session. They are then sent to the resolution college members, commencing the definitive approval procedure, which must be completed within a maximum of 4 months, including the entity's hearing on the proposed MREL requirement. The final approval procedure concludes with the signatures of joint decisions by the resolution authorities participating in the colleges, covering both the resolution plans and MREL requirements.

18. For the entities considered globally systemic (*Global Systemic Banks* or G-SIBs), there is an additional forum for cooperation with resolution authorities of non-EU member countries, which are the *Crisis Management Groups* (CMGs). FROB participates in a CMG[4].

Table 4. Procedure for adopting resolution plans



Source: FROB

[4] Santander.

Table 5. Significant entities. Participation in resolution colleges and CMGs

ENTITIES	BANKING UNION	EUROPEAN UNION (OUTSIDE BANKING UNION)	THIRD COUNTRY	FROB´S INVOLVEMENT
NO RESOLUTION COLLEGE				
SIGNIFICANT INSTITUTIONS	PARENT + SUBSIDIARY			CAIXABANK, BANCO SABADELL, IBERCAJA, UNICAJA, GRUPO COOPERATIVO CAJAMAR, BANKINTER, KUTXABANK, ABANCA Y BANCA MEDIOLANUM
WITH RESOLUTION COLLEGE				
SIGNIFICANT INSTITUTIONS	PARENT	SUBSIDIARY		BANCO SANTANDER, BBVA, ING, DEUTSCHE BANK, BNP PARIBAS Y CRÉDIT AGRICOLE
WITH CRISIS MANAGMENT GROUP (CMG)	G-SIB	G-SIB	G-SIB	BANCO SANTANDER

Source: FROB

19. In 2025, the 2024 planning cycle concluded. In this context, the Chair of FROB voted in the corresponding Extended Executive Sessions of the SRB held during the fiscal year for the definitive approval of the resolution plans and MREL decisions of 14 significant entities, 5 of them with resolution colleges, where FROB acted as an observer (2 pertaining to entities with a parent entity in Spain).

20. Regarding the 2025 planning cycle, FROB actively participated in the IRTs and preliminarily approved the resolution plans and MREL decisions of 7 significant Spanish entities (2 with resolution colleges) and 4 significant foreign entities with significant subsidiaries or branches in Spain (3 with resolution colleges). In 2025, the approval became definitive for 5 significant Spanish entities and 1 significant foreign entity, all without resolution colleges, while for the remaining entities, definitive approval is slated for 2026, in accordance with the scheduled timeline.

21. Moreover, within the framework of resolution planning activity, FROB, as a member of the IRT, participated in a thorough review (deep dive) of an entity, to assess how the necessary information is obtained and managed to determine its MREL requirement for the resolution group under the jurisdiction of the JUR, as well as the controls and reviews carried out on this information.

Central Counterparties.

22. During 2025, FROB continued participating in the resolution colleges of the following CCPs: LCH, Eurex Clearing AG, ECC AG, CboE, and BME Clearing, where each of their resolution plans was discussed. Moreover, FROB participated in the emergency procedure simulations conducted by these CCPs, focusing on testing the notification process.

23. FROB has voting rights only in the BME Clearing college, as a resolution authority of clearing members from one of the three countries with the largest DGF fund contributions.

24. Furthermore, FROB attended the Resolution Committee of Central Counterparties at ESMA as an observer, as a resolution authority of clearing members at these CCPs.

1.2. RESOLUTION PHASE

25. The resolution of a credit institution or investment services firm involves an extraordinary administrative process to manage its insolvency without resorting to its liquidation as per the standard bankruptcy procedure. In the case of significant entities, FROB is the authority responsible for implementing resolution decisions adopted by the SRB in Spain, following its instructions, while for non-significant entities, FROB directly adopts resolution decisions and exercises its powers as stipulated in Law 11/2015.

26. No resolution decision was adopted in Spain in 2025. Nevertheless, FROB continued its efforts to enhance readiness for potential resolution cases during this period.

27. In this respect, FROB, together with the Bank of Spain and the Deposit Guarantee Fund (DGF), conducted a resolution simulation exercise involving a fictitious less significant credit institution under its remit, which envisaged the use of DGF funds. The exercise tested governance and the collaboration framework among authorities in the crisis and resolution of this entity.

28. Also, FROB participated in a significant entity's resolution simulation exercise, aimed at testing the determination of failure and the implementation of the sale of business tool using FROB's powers regarding structural modifications. The simulation involved the SRB, FROB, Bank of Spain, European Central Bank, and European Commission.

1.3. SINGLE RESOLUTION FUND AND NATIONAL RESOLUTION FUND

29. Resolution funds can be used by resolution authorities in certain circumstances and are sustained by contributions from credit institutions, investment services firms, and branches in Spain of the aforementioned entity types established in third countries. For Spanish entities, there are two resolution funds: the Single Resolution Fund (SRF) and the National Resolution Fund (NRF).

30. According to information provided by the Bank of Spain and the CNMV, in 2025, 88 entities were obliged to contribute to the SRF, 83[5] of which were credit institutions and 5 investment services companies belonging to groups of credit institutions. Moreover, 37 entities were required to contribute to the NRF, of which 31 were investment services firms and 6 branches established in third countries.

31. The SRF, managed by the SRB, is generated with contributions from all credit institutions of the Banking Union, including Spanish ones, and certain investment firms that belong to a banking group. To collect contributions, the SRB determines

[5] Note that, of the referred 83 entities, 3 of them are regarded as central bodies of institutional protection systems. According to the Commission's Delegated Regulation 2015/63 of 21 October 2014, 2 of these entities contribute on a consolidated basis for a total of 26 entities affiliated to the referred institutional protection systems and which are exempt from prudential requirements provided in the national legislation. These 26 entities are not counted in the aforementioned total of 83 entities

the amount each liable entity must contribute, based on the information they provide. In Spain, FROB, like other national resolution authorities in the Banking Union within their respective jurisdictions, collects contributions from the entities, which it then transfers to the SRF The SRF reached 1% of the covered deposits of credit institutions before 31 December 2023 (i.e., at the end of the initial period of eight years from 1 January 2016)

32. During the first months of 2025, the JUR verified that the financial resources available in the SRF, amounting to around €80 billion, were equivalent to at least 1% of the guarantee deposits maintained in the Banking Union on the reference date of 31 December 2024 and announced[6] that, as was the case in 2024, the target level of the SRF continued to be reached, and therefore, no contributions were necessary in the 2025 cycle.

33. For its part, the NRF, managed by FROB, is generated with contributions from Spanish investment service firms not integrated within a banking group, as well as from branches in Spain of credit institutions established outside the EU that are subject to the obligation to contribute.

34. The Governing Commission of FROB analysed the appropriateness of collecting contributions in the 2025 exercise for the 37 investment firms and non-EU branches subject to the NRF and decided, as the NRF's current financial resources were sufficient to cover 1% of guaranteed deposits from contributing entities, that contributions were unnecessary for the 2025 cycle

35. In this context, the activity of FROB in the field of resolution funds focused primarily in 2025 on the following actions

- FROB, as a member authority of the SRB, has been actively participating in the Fund Committee of the latter
- Identifying entities subject to the obligation to contribute to the SRF and the NRF.
- Gather necessary data from entities to calculate the corresponding contribution for each entity.
- Carry out a preliminary assessment of the quality of data reported by entities and sent to the SRB, by comparing it with information received from the Bank of Spain, the CNMV, and the FGD.
- Act as a point of contact in case of doubts or requests from entities obliged to contribute.
- Monitor legal claims that entities may file against the SRB or FROB for determining and collecting contributions to the SRF and the NRF.

36. For its part, at the beginning of October 2025, the information collection process commenced for the calculation cycle of contributions for the 2026 financial year, with entities submitting the required information before 19 December 2025.

[6] No additional SRF bank levies needed for 2025; Fund continues to meet target level | Single Resolution Board

37. During the first months of 2026, the JUR verified that the available financial resources in the SRF, amounting to approximately 81.6 billion euros, are at least equivalent to one percent (1%) of the guaranteed deposits held in the Banking Union as at the reference date of 31 December 2025 and publicly announced[7] that the SRF's target continues to be met, so no contributions will be needed in the 2026 cycle.

38. In relation to the FRN, the Governing Committee of FROB has agreed that, since the current financial resources of the National Resolution Fund are sufficient to cover 1% of the guaranteed deposits of the entities that contribute to it, it is not necessary to proceed with the collection of the *ex ante* contributions for the 2026 cycle.

1.4. INTERNATIONAL ACTIVITY

39. FROB, as the Spanish authority for contact and coordination with international authorities and the other EU Member States in resolution matters, has remained an active participant and has defended the Spanish position, in close collaboration with Spanish preventive resolution authorities, in various international discussion forums where the resolution framework and rules are debated, developed, and, if necessary, modified.

1.4.1. Single Resolution Board

40. The Spanish representation on the SRB corresponds to the Chair of FROB, who participates both in the Plenary Session and the Expanded Executive Sessions, in which the Bank of Spain also participates as an observer. This Spanish participation also extends to the various subcommittees and working groups created under the Plenary, focusing on strengthening the resolvability of all banks, establishing a robust resolution framework, and effectively managing crises and the use of the SRF, all with minimal impact on the real economy, the financial system, and public coffers.

41. In 2025, the SRB Plenary approved the manual summarizing the steps to follow in collaboration between the SRB and NRAs in the event of a crisis involving a less significant entity. Additionally, within the general debate in European and national institutions on the simplification of banking regulations to promote efficiency and competitiveness in the sector, the SRB published its approach to simplification. The approach is based on the goal of reducing unnecessary burdens for entities without compromising resolvability or financial stability and reports on the SRB's actions within its scope of activity, both ongoing and planned, as well as showing its willingness to provide advice on legislative changes, outside its scope of activity.

42. FROB has expressed its support for this initiative, on the basis that simplification should not mean deregulation or constitute an obstacle for banks to continue developing their capabilities to improve their resolvability. In this regard, simplification should focus on providing stability to policies, avoiding duplications,

[7] For the third year, the SRB will not impose Single Resolution Fund levies | Single Resolution Board

and horizontally controlling the activities of resolution teams, with the aim of avoiding disproportionate information requests to entities.

43. Discussions have also focused on defining shared work priorities and testing for entities for 2026, 2027 and 2028, as well as evaluating the outcomes of benchmarking related to the multiannual testing plan

44. FROB has assisted in the drafting of the new policies and guidelines of the SRB. Noteworthy is the Operational Guide on Resolvability Testing, whose objective is to ensure an aligned approach in the implementation of the pluriannual testing program and in conducting exercises led by the entities themselves; the new methodology for assessing the resolvability of entities and the consequent process of adopting corrective measures, if necessary, which was finally adopted in 2026; the document of expectations concerning banks' capabilities for resolution valuation, as well as an update of the guide on operational continuity that includes references to DORA and the EBA's guidelines on resolvability.

45. Additionally, progress has been made in organizing the first Economic Conference, which was finally held in March 2026.

46. Similarly, FROB has continued to participate in the substructures of the Resolution Committee and internal working groups established by the SRB, in particular on separability and internal recapitalization.

47. Throughout 2025, FROB has hosted visits from the new Member of the SRB Board in charge of Spanish entities, in addition to the SRB President and the Chair of the ECB Supervisory Board.

1.4.2. Other international forums

48. FROB is an active participant in other European and international discussion forums.

49. FROB is a member of the Resolution Committee (ResCo) of the European Banking Authority (EBA), a forum where reports, guidelines, and technical standards related to the Bank Restructuring and Resolution Directive are developed. Some of these standards are subsequently approved as second-level community regulation. FROB has also participated in the working subgroups dedicated to resolution planning and resolution execution.

50. In this context, during the year 2025, the adoption by the EBA of its final updated regulatory technical standards (RTS) project on resolution plans and the operation of resolution colleges, still not in force[8], which aims for the simplification of resolution plans and improved cooperation and coordination effectiveness in the resolution colleges is highlighted, alongside the publication of the Manual on simulation exercises for resolution authorities, proposing a taxonomy of the different types of exercises and providing guidance for their operationalisation, including templates and examples. Separately, discussions have addressed the approach and work plan to be followed regarding the development mandates assigned to the EBA by the Crisis Management and Deposit Insurance (CMDI)

[8] For the RTS to be adopted and enter into force, it is necessary for the Commission to validate the EBA's draft and subsequently for there to be no opposition from the Council or the European Parliament.

framework reform, finally adopted by the European Parliament on 26 March 2026. Additionally, within the general discussion on simplification, debates addressed the streamlining of capital requirements, including macroprudential, prudential, and resolution requirements, as well as the adoption of a work plan oriented to simplify the EBA's regulatory technical and implementation standards in the resolution field.

51. As a member of the Resolution Steering Group (ReSG) of the FSB, FROB has participated in debates aimed at launching the possible strategic review of the ReSG mandate, which affects the banking sector, but also insurance and market infrastructures.

52. In the banking sector, work has focused on public mechanisms for financial support, as well as analysing the interaction between the banking resolution framework and deposit guarantee systems. Additionally, recommendations have been adopted to improve coordination with authorities not part of crisis management groups, in which FROB has actively participated through the respective technical group. Furthermore, a high-level group dedicated to executing internal recapitalization tools in a cross-border environment has been established. Additionally, a paper on the operationalisation of transfer tools has been adopted, including, along with a general section, practical cases like Banco Popular.

53. Regarding market infrastructures, activity has focused on exchanging knowledge and practices concerning the assessment of the adequacy of the financial resources of Central Counterparty Chambers. Finally, in the insurance sector, the list of insurers subject to resolution planning standards has been adopted.

54. Throughout 2025, Dominique Laboureix, President of the SRB, was appointed Chair of the Resolution Steering Group (ReSG), while Ruth Smith, Executive Director of Resolution at the Bank of England, was named Chair of the cross-border crisis management group dedicated to banks under the ReSG (BankCBCM)

55. In 2025, FROB has supported the Treasury in negotiating the technical aspects of CMDI.

56. FROB has also continued promoting awareness in the field of resolution. In this area, the Chair of FROB spoke at the conference “10 years of the SRM – A decade building a more resilient financial system”, organised by the Bank of Portugal, as well as at the commemorative conference of the tenth anniversary of the SRM held by the SRB in Brussels, including participation in the commemorative video made for the anniversary “Reflections from the experts: the achievements of the SRM”[9]. Additionally, the Director of Resolution at FROB participated in the event organized by the Banking Law Section of the Madrid Bar Association. Moreover, an opinion piece[10] by the Chair of FROB was published in the newspaper *Expansión*, titled "A Before and After in Banking Crisis Management," as well as an article in issue nº 190 of the Economists Magazine focused on the "Ten Years of the Single Resolution Mechanism"[11]. Additionally, FROB continues to publish the Bimonthly Resolution Report, which compiles the most relevant articles, discourses, and events in this field.

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[9] 10th Anniversary Video of the SRM – Reflections from Experts: the Achievements of the SRM – FROB
[10] Opinion Piece by the Chairman of FROB, published in Expansión – FROB
[11] Article “Ten Years of the Single Resolution Mechanism”.

57. At the national level, the CNMV and FROB signed a new Collaboration Agreement on 17 December, after reaching the maximum envisaged term in the previous agreement through the 2021 addendum, and given the impossibility of formalizing a new extension according to applicable regulations. Finally, throughout 2025 the corresponding Collaboration Committees with the Bank of Spain and the CNMV have been held.

2. RESTRUCTURING OR RESOLUTION PROCESSES

2.1. ENTITIES IN RESTRUCTURING OR RESOLUTION

2.1.1. Management of FROB's participation in BFA

58. In 2011, BFA Tenedora de Acciones, S.A.U (BFA) was established as the head of a group of credit institutions, subject to the supervision of the competent authorities and to the regulation applicable to credit institutions, in which FROB has had a direct 100% stake since 2012.

59. Until 2021, BFA lacked its own operational structure, relying on Bankia's teams, structures, and technologies to conduct its economic activity, with the President of BFA's Board of Directors, FROB's physical person representative serving as Director, being also the President of Bankia.

60. As a result of the merger between Bankia and CaixaBank, BFA ceased to be the head of a group of credit institutions and the process of operational disengagement of BFA from the Bankia/CaixaBank teams and structures was initiated, with the hiring of an external service provider

61. Currently, BFA's Board of Directors is composed of three members, one of which is FROB, as a legal entity director, represented by a physical person (the Financial and Investees Director of FROB). Additionally, the Board has a Secretary and a Deputy Secretary, both non-directors, who may speak but not vote.

62. BFA receives continuous support from FROB's technical services, both through monitoring and dialogue with the service provider hired for the entity's routine management and with the rest of the suppliers and consultants directly contracted by BFA, as well as by handling its secretariat.

63. As in previous years, FROB has continued progressing in the process of rationalization and gradual reduction of the company's balance in preparation for its potential liquidation, maintaining the path of divesting its real estate assets. Thus, and as has been the case since 2024, BFA does not need to turn to external resources to finance its activity.

64. BFA's annual accounts for the 2025 fiscal year were prepared by BFA's Board of Directors on 24 March 2026. In these accounts, BFA reports a net profit of 722 million euros (compared to the 756 million euros in the 2024 fiscal year), primarily due to the 675 million in results obtained through its stake in CaixaBank:

    a) Dividends received from CaixaBank in 2025 amount to 581 million euros: 368 million euros as a complementary dividend charged to its 2024 results received in April 2025 and 213 million euros as an interim dividend for the 2025 fiscal year received in November 2025. This represents a reduction in the amount of the dividend received in 2025 compared to the €703 million received in 2024, due to the change in the timing of dividend payments from CaixaBank, despite the entity improving its results and increasing the dividends distributed[12], while BFA has maintained a constant stake in the credit institution. Until the 2024 fiscal year, CaixaBank paid the entirety of the dividend in a single payment after approval by

[12] Based on the results of 2025, the dividend per share distributed by CaixaBank increases by 15% and reaches 0.50 euros compared to 0.435 euros for the 2024 financial year.

its General Shareholders' Meeting. From the 2024 results, CaixaBank began to distribute the dividend twice, an interim dividend for the result of the current fiscal year and a complementary one once the fiscal year is closed and following approval by the General Shareholders' Meeting.

b) In the 2025 fiscal year, the sale of CaixaBank shares generated a positive result of 94 million euros (and a treasury of 154 million euros)

65. In 2025, the results generated by its stake in CaixaBank are supplemented by 31 million obtained from interest on Sareb bonds that BFA maintains on its balance, and nearly 4 million euros from remuneration, at market conditions, of current accounts held by BFA with Banco de España and CaixaBank. BFA's result for 2025 is completed with an income of 20 million euros for the excess legal provisions, which are no longer deemed necessary.

66. With this result, BFA's equity increases to 5,512 million euros at the close of 2025, additionally counting with latent capital gains of 9,955 million euros (of which, 6,554 million were generated in 2025) from its stake in CaixaBank.

67. Regarding the distribution of dividends to FROB, given the positive evolution of the company's results in 2025 and its future sustainability, as well as the lack of reliance on external resources for the financing of corporate activity, and considering the very solid financial situation, BFA's accounts show a distribution of 722 million euros, the total annual result, in the form of a dividend to FROB, through an interim dividend and a complementary dividend. The interim dividend, amounting to 260 million euros, was distributed to FROB in November 2025, while the complementary dividend, amounting to 462 million euros, was distributed to FROB in May 2026.

68. Both the BFA accounts and the distribution of dividends were approved in May 2026 by FROB's Governing Commission in its reduced composition, exercising the powers of BFA's sole shareholder

69. For its part, and charged to BFA's 2024 results, in April 2025 the company distributed a complementary dividend of 510 million euros to FROB (adding to the interim dividend of 155 million euros distributed in November 2024)

70. Thus, dividends distributed by BFA to FROB until 31 December 2025 amount to 1,260 million euros. When considering the 462 million euros that FROB received in May 2026, the amount of dividends received by FROB charged to BFA's results between 2023 and 2025 rises to 1,722 million euros (722 million euros dividend charged to 2025 profit, 665 million euros charged to 2024 profit, and 335 million euros charged to 2023 profit).

71. Regarding the contingency due to the marketing of hybrid instruments, the judgments condemning for poor marketing to refund the money to clients who invested in hybrid products have continued, although in a decreasing number. Until 31 December 2025, BFA has made cumulative payments for this contingency amounting to a net total of approximately 1,545 million euros. Additionally, for the claims still unresolved, BFA has set up a provision of 34 million euros at the close of the fiscal year. To these costs must be added the expenses due to arbitration linked to the marketing of hybrids already paid for at 1,136 million euros.

Meanwhile, the accumulated impact of the contingencies relating to the OPS for BFA has been 1.104 million euros

2.1.2. Management of FROB's indirect participation in CaixaBank

72. In order to maximise the recovery of public funds granted and the protection of the general interest, in 2025, FROB has continued to exercise its rights as a shareholder of CaixaBank, through BFA, in a responsible, proportionate and diligent manner, monitoring relevant information under the premise of non-interference in the management of the credit institution.

73. CaixaBank held its Annual General Meeting of Shareholders on 11 April 2025. FROB's Governing Committee, in its reduced composition and exercising its powers as sole shareholder, approved the voting direction to be issued via BFA for each of the items on the agenda of the said General Meeting. At this General Meeting, all the proposed items on the agenda were approved, including the annual accounts for 2024, the management of the Board of Directors in 2024, the proposal for the distribution of the result, and the agreements relating to the remuneration of the entity's directors and key employees.

74. The dividend approved at the said Meeting was equivalent to 53.5% of the consolidated profit for 2024. In accordance with the new dividend policy approved by the entity's Board of Directors for the financial year 2024, for the first time an interim dividend would be distributed from the profit for the financial year (in November 2024), and subsequently a complementary dividend (in April 2025), once its distribution has been approved by the entity's General Meeting of Shareholders.

75. Consequently, for its participation in CaixaBank, in April 2025 BFA received 368 million euros as a complementary dividend charged to the entity's result in 2024, adding to the interim dividend charged to the result of CaixaBank in 2024 by which BFA received 193 million euros in November 2024. In turn, charged to the results of CaixaBank in 2025, BFA received 213 million euros as an interim dividend charged to the result of said year in November 2025. In April 2026, following the corresponding approval by CaixaBank's General Meeting of Shareholders of 2026, BFA received 419 million euros as a complementary dividend charged to the result of 2025 of the credit institution. Thus, the accumulated amount of dividends received by BFA charged to the 2014-2025 financial years, from either Bankia or CaixaBank following its merger with Bankia, amounts to 3.408 billion euros.

76. On 19 November 2024, CaixaBank presented the details of the entity's Strategic Plan for the 2025-2027 financial years, highlighting three fundamental pillars: accelerating business growth, transformation and digitalisation by investing in the business and maintaining the differential position in sustainability.

77. In addition, this Strategic Plan incorporates the commitment to return to shareholders the excess capital over the internal CET1 ratio target (12.25% for 2025 and 12.50% for 2026 and 2027).

78. In the first year of execution of this 2025-2027 Strategic Plan, the good results obtained in 2025 have led the managers to revise upwards the initially estimated objectives. The improvement in the outlook for the margin of interest is particularly noteworthy, as they consider that in 2026 it will be around 11 billion euros (a figure they initially thought would be reached in 2027) and that in 2027 they will reach 12.5 billion euros Likewise, expectations regarding volumes of activity, non-performing loans, cost of risk, and efficiency improve and they estimate a ROTE of around 20% for 2027 (compared to an initial estimate of a ROTE in 2027 above 16%).

79. CaixaBank concluded the financial year 2025 with a positive result of €5.891 billion, 1.8% above that of 2024, and maintained solvency and liquidity ratios well above regulatory requirements[13].

80. The share price of CaixaBank at the close of 2025 stands at 10.445 euros per share, representing an increase of 99.48% compared to the price it closed at in 2024 and implying that the value of BFA's stake (and indirectly FROB's) in Bankia/CaixaBank has increased by more than 584% in homogeneous terms[14] from the day before the publication of the merger talks between Bankia and CaixaBank on 3 September 2020 until the end of 2025, and by more than 297% since the completion of the merger on 26 March 2021.

2.1.3. Divestment and sale of CaixaBank shares

81. Law 9/2012 (referred to in the first transitional provision of Law 11/2015) set the deadline for the divestment of credit institutions that had received public aid at five years from the injection of the corresponding public funds

82. In 2016, Royal Decree-law 4/2016 modified the first transitional provision of Law 11/2015. This amendment extended the divestment period until December 2019 and included the possibility for extensions to be approved thereafter by the Council of Ministers, upon proposal by the Ministry of Economic Affairs and Digital Transformation[15], with prior reports from FROB and the Ministry of Finance and Public Administration[16].

83. In accordance with this option, until 31 December 2025, the deadline for completing the divestment has been extended on four occasions by agreement of the Council of Ministers, each time for an additional two-year period, the last of which took place on 25 February 2025, so that the new deadline has been extended from December 2025 to December 2027.

84. In 2024, concerning the divestment strategy, FROB approved a new divestment framework, which is currently in force. This new framework continues to opt for an eventual sale of shares in the capital markets through suitable instruments for a non-controlling, but highly liquid, stake. In addition, among the elements of

[13] The following link provides detailed information about CaixaBank's activity in 2025: www.caixabank.com/deployedfiles/caixabank_com/Estaticos/PDFs/Accionistasinversores/Informacion_economico_financiera/IF_4T25_ESP.pdf

[14] Considering the amounts received by BFA from share sales executed in 2024 and 2025 and excluding the shares recovered due to court rulings on the poor marketing of hybrids between September 2020 and 2025

[15] Today, Ministry of Economy, Trade and Business

[16] Today, Ministry of Finance

analysis, it incorporates both the impact of the dividends from the stake and the current strategy of CaixaBank to return capital to shareholders through share buy-back programmes.

85. At the date of completion of the merger between Bankia and CaixaBank, BFA's stake in CaixaBank stood at 16.12%. From that date and due to the execution of the first four own share buy-back programmes implemented by the credit institution, BFA's stake in CaixaBank increased to 18.1% From that point onwards, under the aegis of subsequent own share buy-back programmes developed by CaixaBank, BFA has executed gradual sales in the market of the credit institution's shares to keep its stake constant at around 18.1%.

86. In particular, in 2025 and according to what was agreed by FROB as sole partner, BFA proceeded twice to the gradual sale of CaixaBank's shares in the market in the framework of the fifth and sixth own share buy-back programmes executed by the credit institution, obtaining a positive result in 2025 of 94 million euros (and cash of 154 million euros)

87. Thus, as of 31 December 2025, FROB, through BFA, held 18.1% of the share capital of CaixaBank.

88. Furthermore, following the start on 25 November 2025 of the seventh own share buy-back programme of CaixaBank, on 15 December 2025 FROB agreed that, under it and in order to keep its stake in the credit institution constant, BFA should carry out a new gradual sale in the market of CaixaBank's shares, which was executed between January and February 2026.

2.2. SAREB

89. Sareb was established on 28 November 2012 as a public limited company with a fixed term (15 years) until November 2027

90. The original equity amounted to 4.800 billion euros, of which 1.200 billion were in capital and 3.600 billion were in two issues of unsecured subordinated debt contingently convertible subscribed by the shareholders. FROB subscribed 45% of the shares and 45.9% of the subordinated debt (540 and 1.652 billion euros, respectively)

91. The total value of the assets transferred to Sareb was determined to be 50.781 billion euros (11.343 billion euros of real estate assets and 39.438 billion euros of financial assets), and payment for these was made by the delivery to the transferring entities of six issues of senior debt, with maturities of 1, 2 and 3 years, made by Sareb with the irrevocable guarantee of the State These bonds can be redeemed at maturity by payment in cash or by the delivery of newly issued bonds, at the discretion of Sareb.

92. The Royal Decree-Law 1/2022 incorporated, as part of the company's ordinary mandate, the principle of sustainability and social utility and removed the limits on the State's shareholding, enabling FROB to be in a majority position to exercise

the relevant control functions[17]. Thus, following the takeover carried out in April 2022, FROB's stake in Sareb stands at 50.14%.

93. Thus, it is up to FROB, specifically the Governing Committee in its reduced composition, to monitor its participation, the hiring of Sareb, as well as to authorise salary increases that may be applicable and to determine the variable remuneration of commercial and senior management contracts within the legally established framework and caps[18].

2.2.1 Management of FROB's stake in Sareb in FY2025

94. In its dual capacity as shareholder and director, FROB ensures that Sareb's management is governed by the best practices of responsible management and the general principles of transparency, professional management and social utility, paying special attention, in the exercise of its rights as majority shareholder, to compliance with its mandate and to maximising the economic and social value of the company and its positive impact on society

95. In this context, FROB carries out continuous, collaborative, and close monitoring of Sareb's activity. This monitoring of activity is most immediately reflected in FROB's involvement in decision-making through its participation in the Board of Directors via its Chair, as FROB's physical person, who has the support of FROB's technical services in analysing the company's activities and management, and the proposals submitted for the Board's approval. Thus, during the 2025 financial year, Sareb's Board of Directors met on seventeen occasions, having examined a total of 175 matters.

96. FROB's reduced Governing Committee, in turn, defines the sense of the vote at Sareb's Shareholders' Meetings and on strategic issues due to their social, economic, or reputational dimensions that are submitted to the consideration of Sareb's Board of Directors. In this 2025 financial year, the General Meeting of Shareholders met on three occasions, one ordinary and two extraordinary.

97. On 26 June 2025, the Annual General Meeting of Shareholders was held, among the agenda items of which were the approval of the annual accounts for 2024, together with the proposal for the distribution of the result and the management of the Board of Directors in 2024, the agreements relating to the remuneration of directors, the reappointment of the auditor of accounts, and the modification of the composition of the Board of Directors.

98. In compliance with the principle of sustainability and social utility and the mandate set out in Royal Decree-law 1/2022, an Extraordinary General Shareholders' Meeting was held on 20 March 2025, at which it was agreed to instruct the Board of Directors to, in coordination with SEPES (now CASA47) and the relevant

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[17] Though Sareb does not have the status of a state trading company and is subject to all effects under private law, it is subject to the procurement regime applicable in accordance with Law 9/2017, dated 8 November, on Public Sector Contracts (LCSP) and the regime for commercial contracts and senior management in the state public sector.

[18] Under the application of Article 7 of Royal Decree 451/2012, dated 5 March, which regulates the remuneration regime of senior executives and directors in the public business sector and other entities (hereinafter, "RD 451/2012") developing the 8th Additional Provision of Royal Decree-Law 3/2012, dated 10 February, of urgent measures for the labour market reform (hereinafter, "RD Law 3/2012") and based on the Order of the Minister of Finance and Public Function dated 25 May 2022 (hereinafter, "OM").

ministerial departments, study the various alternatives that would allow Sareb to contribute to the generation of the state-owned social or affordable rental housing stock. Additionally, the Meeting resolved to instruct the Board of Directors to temporarily halt the marketing and sale of those assets that could form part of the state-owned stock of affordable and social rental housing.

99. Subsequently, on 1 July, the Council of Ministers adopted an agreement (hereinafter the CMA) establishing the criteria for determining the assets that may be earmarked for affordable housing policies, and entrusted the Ministries of Housing and Urban Agenda, Finance, and Economy, Trade and Business with the necessary actions to make the gratuitous transfer to SEPES of the ownership of Sareb's identified properties in accordance with the CMAs criteria with the aim of allocating them to affordable housing policies. In this agreement, it is specified that SEPES had preliminarily identified over 40,000 homes and 2,400 plots of land as suitable or potentially suitable for housing policy development.

100. On 3 October 2025, a new Extraordinary General Meeting was held, which approved a new Strategic Plan for Sareb for the 2025-2027 period, arranging Sareb's activities into two major strategic lines: i) the Public Housing Reserve Strategy (ReVip), applicable to assets that meet the CMA criteria, which will be profitably transferred to the General State Administration to be allocated to affordable housing policies; and ii) the Divestment Strategy, which involves the management and disposal of the remaining assets.

101. FROB's Governing Committee, in its reduced composition, approved each of the points on the agenda of the aforementioned General Meetings, all of which were approved.

102. In terms of other actions relating to Sareb's sustainability and social utility, the usual actions relating to the social management of its assets have continued, through three main axes: the signing of social rental contracts and the incorporation of families into the Social Accompaniment Programme (PAS), the Labour Insertion Programme (PIL), and the cession of housing under agreement to different AAPP. Sareb reports the figures for these programmes periodically via its website.

2.2.2 Control Function

103. Among other adjustments, Royal Decree-Law 1/2022 establishes the following two exceptions to the private legal regime applicable to Sareb: on the one hand, the application of the contract regime in accordance with the LCSP[19] and, on the other, the subjection of remuneration policies in commercial and senior management contracts to the provisions of the eighth additional provision of Royal Decree-Law 3/2012. According to these regulations, in the field of executive remuneration and procurement, FROB is the Administration responsible for the guardianship of Sareb.

104. Regarding remuneration, FROB is responsible for approving, within the maximum limits established according to the classification of the company, the allocation of the position supplement and the variable supplement of the contracts of senior

[19] Law 9/2017, dated 8 November, on Public Sector Contracts.

executives and the establishment of the evaluable parameters of the variable supplement of these contracts[20]. In the exercise of these powers, FROB's Governing Committee, in its reduced composition, agreed on 7 October 2025 to set the specific magnitudes and precise parameters for the evaluation of the variable supplement associated with commercial and senior management contracts for 2025. Furthermore, on 15 December 2025, it agreed to update the remuneration of Sareb's commercial and senior management contracts for 2025, in accordance with the provisions of Article 6.2 of RD-law 4/2024 and the Council of Ministers' Agreement of 1 July 2025; and Article 1 of Royal Decree-law 14/2025.

105. Regarding the field of procurement, the reduced Governing Committee has taken note during the exercise of the quarterly reports on Sareb's procurement activity, as well as the procurement planning for the 2026 financial year

2.3. LEGAL ACTIVITY

106. FROB continues its work of monitoring litigation (in the criminal, contentious-administrative, civil-commercial and social areas) related to the restructuring or resolution processes executed, as well as its activity related to the processing of various administrative procedures, such as claims for patrimonial liability and other administrative appeals, as well as requests for access to information under Law 19/2013, of 9 December, on transparency, access to public information and good governance.

2.3.1. Criminal

107. In the criminal jurisdiction, FROB continues its intense work of prosecuting and penalising irregular conduct in credit granting operations, essentially related to real estate transactions within the various credit institutions that received public aid in the restructuring or resolution processes. All this in compliance with the legal mandate established in Article 64.1.ñ) of Law 11/2015.

108. The origin of these proceedings is diverse; either they were initiated by a complaint from the provisional administrators appointed by FROB in an intervened entity; or they were initiated as a result of the various *forensic* reports that FROB commissioned from several independent consultants specializing in the field to analyse some suspicious operations and, in those cases where irregular conduct was detected, were brought to the attention of the Special Public Prosecutor's Office against Corruption and Organised Crime for investigation and the initiation of appropriate proceedings; and even were initiated by a complaint from third parties where, from the corresponding court, an offer of actions was made to FROB to participate.

[20] Under the application of Article 7 of Royal Decree 451/2012, dated 5 March, which regulates the remuneration regime of senior executives and directors in the public business sector and other entities (hereinafter, RD 451/2012) developing the 8th Additional Provision of Royal Decree-Law 3/2012, dated 10 February, of urgent measures for the labour market reform (hereinafter, RD Law 3/2012) and based on the Order of the Minister of Finance and Public Function dated 25 May 2022 (hereinafter, OM).

109. Throughout the financial year 2025, FROB has maintained its participation in the pending criminal cases against numerous former executives of various entities and other related persons, trying to defend the general interests and seeking to recover the largest possible amounts through those sums that must be paid by the defendants in the concept of civil liability derived from the crimes

110. The proceedings, which are at different stages of processing, have evolved throughout 2025 and continue to progress, with the following details: in one of the cases with the instruction already completed, the decision to proceed to the abbreviated procedure has been declared final, and the accusation documents have already been submitted by the various parties involved. In another case, which is pending trial, a date has already been set for its celebration for the months of September, October, and November 2026.

111. Additionally, in two of the pending criminal cases that were yet to be resolved, two acquittal sentences have been issued which have become final, while, concerning another of the cases, in which a conviction was already handed down in 2023 declaring the payment of the amounts determined in the concept of civil liability derived from the offence in favour of FROB, it is still awaited for the Supreme Court to resolve the consideration as a single insurable event by the insurers of those convicted for the offence in the judgment of instance

112. As a result of the exercise of all these criminal actions, more than €302.76 million has been recognised in favour of FROB as the party injured by the offence through final criminal pronouncements. For its part, FROB continues to carry out various actions in the framework of the enforcement proceedings to try to ensure compliance with the penalties imposed.

2.3.2. Contentious-administrative

113. In the contentious-administrative jurisdiction, following the National Court's decision to lift the suspension of the 210 appeals that had been filed requesting the annulment of FROB Governing Committee's resolution of 7 June 2017, by which it was agreed to take the necessary measures to implement the SRB's resolution instrument in relation to Banco Popular Español, S.A. (Banco Popular), as well as the three appeals filed against FROB's resolutions dismissing or in admitting the claims for public liability deriving from the resolution of that entity; as of 31 December 2025, six claims were ongoing in the National Court: five formalised against FROB Governing Committee's resolution of 7 June 2017 and one claim against FROB resolution dismissing an appeal for reconsideration filed against the resolution dismissing and abandoning a claim for public liability.

114. Although it is not within the reporting period of this report, at the drafting date, the National Court had already pronounced on the mentioned six administrative-litigation procedures against the Governing Committee of FROB's resolution of 7 June 2017. Although they are not yet final as they may be subject to appeals, the judgements have entirely dismissed the plaintiffs' claims. Consequently, only one administrative litigation procedure in the National Court remains ongoing, filed within the framework of a claim for state liability arising from the resolution of Banco Popular.

115. Regarding appeals filed on transparency matters related to the resolution of Banco Popular, the National Court has ruled a judgement dismissing the appeal filed by the Council for Transparency and Good Governance against the judgement of the Central Administrative Litigation Court that upheld an appeal filed by FROB against a Resolution of the CTBG which partially granted access to certain information under the Transparency Law.

116. In the year 2025, the procedure resulting from a contentious-administrative appeal filed by an entity against the Resolution of the Governing Committee of FROB, which determined the rate for the year 2016, remained suspended until it was confirmed that the judgment issued by the General Court of the European Union on the *ex ante* contribution of that same year by the appellant entity—which determined the amount of the challenged rate—had become final

117. Finally, in 2025, the judgement dismissing an appeal filed against a resolution of the Governing Committee of FROB resolving an information access request under the Transparency Law became final.

2.3.3. Civil-commercial

118. All civil/commercial disputes that arose as a result of the activities carried out by FROB in the exercise of the commercial powers conferred by law (initially Law 9/2012, now repealed and replaced by the current Law 11/2015), have been concluded with judgements favourable to FROB which have already become final. These included notable processes requesting the annulment of share sale contracts of entities under restructuring or resolution to a third party, as well as business transfer proceedings.

119. Regarding procedures on the scope and interpretation of guarantees provided by FROB to acquiring entities in such resolution processes, in October 2025, one of the procedures concluded (concerning the interpretation of guarantees' scope provided by FROB on floor clauses), with the Supreme Court delivering a judgement dismissing the appeal and confirming the judgements favourable to FROB.

120. Furthermore, three civil procedures are still ongoing. One of them involves a disagreement over the economic impact arising from the modification of the initially segregated perimeter of an entity in resolution subsequently transferred to the claimant entity. In 2022, a judgement was delivered that favoured the interests of FROB, which was appealed by the opposition. A hearing for evidence presentation was requested and took place on 6th November 2025. Although it is not covered by the reporting period of this report, as of its drafting date, the opposing appeal has been partially upheld, overturning the lower court's judgement, which in turn has been appealed by FROB.

121. The second procedure concerns the disagreement over whether the loss arising from the liquidation of a fund on two assets included in a perimeter should be covered by the asset protection scheme granted in favour of the claimant entity in the acquisition process of another entity under resolution. In 2024, a judgement unfavourable to the interests of FROB was delivered, and as of 31st December 2025, the appeal filed by FROB was still pending resolution.

122. Additionally, on 23rd March 2025, a third claim was communicated to FROB requesting attribution and coverage under the asset protection scheme referred to in the preceding paragraph, of a deterioration corresponding to two operations covered by said scheme. FROB submitted its brief of defence to said claim requesting its complete dismissal, and although it is not covered by the reporting period of this report, as of the drafting date, a lower court judgement has been received, dismissing the claim filed by the plaintiff and absolving FROB of all claims.

2.3.4. Social

123. In relation to the pursuit of irregular conduct detected within the recipient entities of public support, FROB has maintained its representation, demanding accountability also in cases where certain remunerative conducts could constitute irregularities according to labour regulations and, therefore, fall under the social jurisdiction.

124. In this regard, all social processes have already concluded with agreements that met all FROB's claims, resulting in the withdrawal of actions against defendants due to extrajudicial satisfaction, except for one procedure previously resolved (2019) upholding all of FROB's claims, concerning which efforts to enforce the sentence to recover the full amounts recognized in favour of the entity and FROB continue.

2.3.5. Transparency cases processed during the year 2025

125. Throughout 2025, a total of 15 information access requests have been resolved under the Transparency Law. Most concern requests for information regarding Sareb, and according to Article 19.1 of the Transparency Law, the resolutions made agreed to forward the information requests to Sareb as it concerns information pertaining to said entity.

126. It is worth mentioning the claims raised before the Transparency and Good Governance Council, in accordance with Article 24 of the Transparency Law against the Resolutions adopted by the Governing Committee of FROB in relation to information access requests concerning the implementation of the resolution device of Banco Popular Español, S.A., which have not yet been resolved due to lis pendens.

3. OTHER ACTIVITIES

127. Regarding the Corporate Social Responsibility Policy (CSR) approved by the body in 2020, various actions have been carried out throughout 2025 within the lines of action contemplated (good governance, work environment, environment, and community), including organizing internal talks to bring various topics closer to the staff, donation campaigns in collaboration with the Food Bank, or renewing FROB's participation in the SEPI Foundation's internship program, all supported by an internal communication strategy.

128. Finally, FROB's contractual activity during 2025 is summarised in Table 6. The information is available on the procurement profile of its contracting bodies hosted on the Public Procurement Platform.

Table 6. FROB's contractual activity in 2025

Award procedure	No. of contracts	Award amount	%
Open procedure	5	€2,746,636.09	89.63%
Simplified open procedure	3	€12,963.00	0.42%
Negotiated procedure without prior publication	1	€19,536.00	0.64%
Minor contract	62	€246,365.52	8.04%
Centralised procurement	3	€38,950.16	1.27%
TOTAL	**74**	**€3,064,450.77**	**100.00%**

The number of contracts includes the Framework Agreement for the procurement of strategic advisory services for the preparation and/or implementation of resolution schemes, with an estimated value of 6 million euros.

ORGANISATION OF FROB

1. CONTROL AND GOVERNANCE BODIES

1.1 GOVERNING COMMITTEE

129. FROB is governed and managed by a Governing Committee, made up of 11 members, these being:

- The Chair of FROB, who chairs the Governing Committee.
- The Deputy Governor of the Bank of Spain, who holds the Vice Presidency of the Governing Committee and stands in for the Chair in case of vacancy, absence, or illness.
- Three members from the Bank of Spain, appointed by the Executive Commission of the Bank of Spain. Currently, this representation is held by the Secretary General, the Director General of Supervision, and the Director General of Financial Stability, Regulation, and Resolution.
- Three representatives from the Ministry of Economy, Trade, and Business, appointed by the head of the Department. Currently, this representation is held by the Under Secretary of Economy, Trade, and Business, the Secretary General of the Treasury and International Financing, and the President of the Institute of Accounting and Account Auditing (ICAC).
- The Vice President of the National Securities Market Commission (CNMV).
- Two representatives from the Ministry of Finance, appointed by the head of the Department. Currently, the representation is held by the Secretary of State for Finance and the Director General of Budgets.

130. In addition, a representative appointed by the Comptroller General of the State Administration and a representative appointed by the Attorney General of the State attend the Committee's meetings with the right to speak but not to vote. Currently, this representation is held by the Comptroller General of the State Administration and the Chief State Attorney of the Ministry of Economy, Trade, and Business.

Table 7. Governing Committee: current composition[21]

CHAIR	
FROB	
Mr Álvaro López Barceló (Chair, FROB)	
VICE PRESIDENT	
BANK OF SPAIN	
Ms Soledad Núñez Ramos (Deputy Governor, Bank of Spain)	
MEMBERS	
BANK OF SPAIN	
Mr Francisco Javier Priego Pérez (Secretary General)	
Ms Mercedes Olano Librán (Director General of Supervision)	
Mr Daniel Pérez Cid (Director General of Financial Stability, Regulation and Resolution)	
MINISTRY OF ECONOMY, TRADE AND BUSINESS	
Ms Aída Fernández González (Under Secretary of Economy, Trade, and Business)	
Ms Paula Conthe Calvo (Secretary General of the Treasury and International Financing)	
Mr Santiago Durán Domínguez (President, Institute of Accounting and Account Auditing)	
NATIONAL SECURITIES MARKET COMMISSION	
Ms Paloma Marín Bona (Vice President)	
MINISTRY OF FINANCE	
Mr Jesús Gascón Catalán (Secretary of State for Finance)	
Mr Javier Sánchez Fuentefría (Director General of Budgets)	
ATTENDEES WITH A VOICE BUT WITHOUT A VOTE	
GENERAL INTERVENTION OF THE STATE	
Mr Pablo Arellano Pardo (General Comptroller of the State Administration)	
GENERAL ATTORNEY OF THE STATE	
Mr Julio José Díez Menéndez (Chief State Advocate, Ministry of Economy, Trade and Business)	

[21] As of the writing of this Report.

131. Notwithstanding the foregoing, the Governing Committee shall make decisions affecting the General State Budgets, or the management by FROB of its portfolio of holdings, shares, titles and other instruments, with the following composition:

- The President.
- The three representatives from the Ministry of Economy, Trade and Business.
- The two representatives from the Ministry of Finance.

132. Representatives appointed by the Comptroller General of the State Administration and the Attorney General of the State also attend meetings of the Committee in its reduced composition with the right to speak but not to vote.

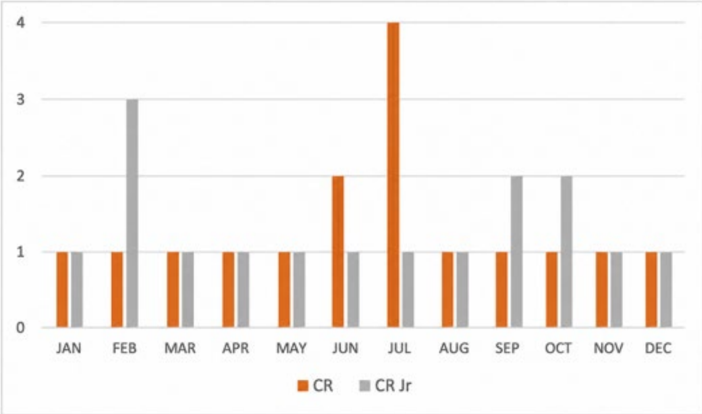
Table 8. Governing Committee in its current reduced composition[22]

CHAIR
FROB
Mr Álvaro López Barceló (Chair, FROB)
MEMBERS
MINISTRY OF ECONOMY, TRADE, AND BUSINESS
Ms Aída Fernández González (Under Secretary of Economy, Trade, and Business)
Ms Paula Conthe Calvo (Secretary General of the Treasury and International Financing)
Mr Santiago Durán Domínguez (President, Institute of Accounting and Account Auditing)
MINISTRY OF FINANCE
Mr Jesús Gascón Catalán (Secretary of State for Finance)
Mr Javier Sánchez Fuentefría (Director General of Budgets)
ATTENDEES WITH A VOICE BUT WITHOUT A VOTE
GENERAL INTERVENTION OF THE STATE
Mr Pablo Arellano Pardo (General Comptroller of the State Administration)
GENERAL ATTORNEY OF THE STATE
Mr Julio José Díez Menéndez (Chief State Advocate, Ministry of Economy, Trade and Business)

[22] As of the writing of this Report.

133. Throughout 2025, the Governing Committee has met in its plenary format on 13 occasions, and in its reduced composition, 13 times.

Table 9. GC/RGC 2025 Distribution



Source: FROB.

134. According to the internal regulations, within the Governing Committee there is an Audit Committee that, as of December 2025, is composed of three members of the Governing Committee, namely the Director General of Financial Stability, Regulation, and Resolution from the Bank of Spain (who chairs it), the Director General of Budgets, and the Comptroller General of the State Administration.

135. Throughout 2025, the Audit Committee of FROB met on 2 occasions

2. ORGANISATION

136. FROB, under the direction of the Chair, is structured into five directorates. At the time of drafting this report, they are as follows:

- The Resolution Directorate, headed by Mr. Iván Fernández González.
- The Financial and Participated Entities Directorate, headed by Mr. José Javier Ortega Castro.
- The Administration and Control Directorate, headed by Ms. Sara Ugarte Alonso-Vega.
- The Legal Directorate, headed by Ms. Mar Rodríguez Fernández de Castro[23]. Additionally, reporting to the Legal Directorate, there is the Deputy Legal Directorate, at a managerial level, whose head is Mr. Alberto Rodríguez Mora[24].

137. The directorates are organized into departments to exercise the competencies and execute the activities assigned to each of them.

[23] Appointment effective date: 25/10/2025
[24] Appointment effective date: 09/03/2026

138. As at 31 December 2025, the number of employees at FROB, including the President and Directors, amounted to 40 (22 women and 18 men). Table 9 presents the distribution of the workforce by category as of that date.

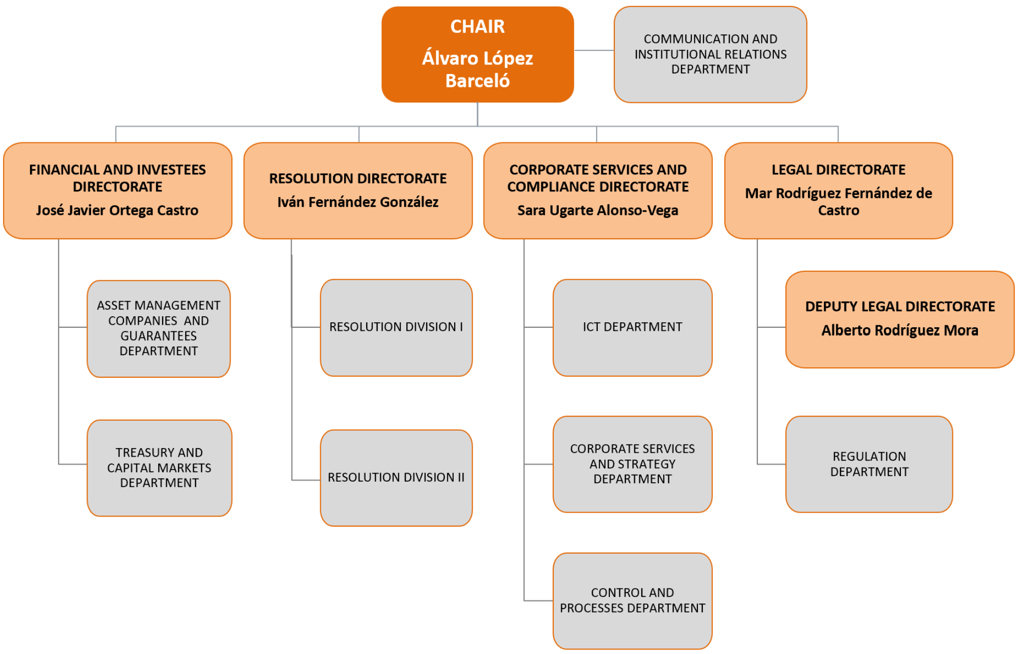
Table 10. Distribution of the workforce by category.

31/12/2025	Total number		
	Men	Women	Total
Senior Management*	3	2	5
Group II	13	10	23
Group III	1	4	5
Group IV	1	3	4
Group V	-	3	3
Total	**18**	**22**	**40**

** Pursuant to Royal Decree 451/2012, of 5 March, regulating the remuneration scheme for the highest position holders and directors in the public business sector and other entities, including the individual holding the Presidency.*

Source: FROB

Table 11. Organisational Chart



Source: FROB. Data as of the date of preparation of this report.

FINANCIAL MANAGEMENT

1. TREASURY MANAGEMENT

139. The Financial and Participated Entities Directorate of FROB manages the liquidity not used in the ordinary activities of the agency, adhering to the investment requirement in highly liquid and low-risk assets, which translates into maintaining current accounts at the Bank of Spain and acquiring treasury bills and bonds.

140. FROB's treasury is divided into uncommitted treasury, which does not include operating expenses related to FROB's ordinary activities nor income derived from the fee to meet these (Temporary Provision Five of Law 11/2015); and the treasury that manages those operating expenses and income. The table below summarizes the sum of both.

141. As of 31 December 2025, FROB's treasury amounted to 224 million euros.

Table 12. FROB's treasury at the closing of 2025[25]

PRODUCT	31/12/2025 (Millions of euros)
Public Debt Portfolio	0
Current Accounts	224
Total	**224**

Source: FROB.

2. FEE TO FUND FROB'S ACTIVITIES

142. The SRF reached its objective level of resources as set in Regulation (EU) No. 806/2014 during the financial year 2023, so from 1 January 2024, annual contributions from entities will only be collected if the SRF's available financial resources fall below the objective level

143. Similarly, concerning the NRF, as the current financial resources of the NRF suffice to cover 1 per cent of the guaranteed deposits of the entities contributing to the NRF, it has been deemed unnecessary to proceed with the collection of *ex ante* contributions for the 2025 cycle.

144. In light of the above, following consultations with the preventive resolution authorities, as required by Article 48.2 of Royal Decree 1012/2015, and in accordance with that Article, in April, FROB's Governing Committee approved the suspension of the collection of *ex ante* contributions to the National Resolution Fund

145. As FROB fee is normatively linked to the collection of ordinary contributions to both the SRF and NRF, which were not conducted in 2025, there has been no taxable base that would allow decisions for the fee collection by FROB for this financial

[25] Within the balance of "current accounts", 223 million euros correspond to accounts in the Bank of Spain. These include 1 million in a current account opened in a credit institution for recurring expenses.

year, highlighting once again the need to amend its legal regime, so that its amount is not calculated based on SRF and NRF contributions.

146. Precisely for this purpose, a proposal has been made to modify the sixteenth additional provision of Law 11/2015, of 18 June, on the recovery and resolution of credit institutions and investment firms, proposing that the annual amount of the fee to be collected by FROB be calculated on the basis of FROB's recognized operating expenses at the close of the relevant financial year, disassociating it from the collection of contributions.

3. STATE LOAN FOR THE RECAPITALISATION OF THE FINANCIAL SECTOR

147. On 3 December 2012, the Spanish State granted FROB a loan for the execution of the European financial assistance programme for the restructuring of the Spanish financial system. This loan enabled channelling the ESM funds to the Kingdom of Spain and, subsequently, to FROB, up to the Spanish credit entities.

148. The loan was disbursed in two tranches: the first in 2012 for a sum of 39,468 million euros, and the second in 2013 for a sum of 1,865 million euros, through the provision of financial instruments (bills and bonds) issued by the ESM.

149. The main milestones related to the loan from the Spanish State/Treasury to FROB, including those that transpired in previous financial years, were

- On 9 December 2013, it was agreed, with prior authorization from the ESM, to convert part of the loan into an equity contribution to FROB for 27,170 million euros
- In the 2014 financial year, FROB proceeded to return unused funds in Sareb for 307.54 million euros. Additionally, a voluntary amortization of 399 million euros was carried out.
- Moreover, on 30 June 2017, it was agreed, following ESM authorization, to convert part of the loan into an equity contribution to FROB for 3,000 million euros
- On 20 February 2020 and 20 December 2021, two new partial conversions of the loan into an equity contribution to FROB for 3,000 and 5,591 million euros, respectively, were agreed

150. As of 31 December 2023, the outstanding balance of the loan granted by the Spanish State to FROB stood at 1,865 million

151. In the 2024 financial year, 932.5 million euros of the loan was repaid.

152. Finally, in the 2025 financial year, it was agreed, with prior ESM consent, to modify the maturity of the loan's final instalment (amounting to 932.5 million euros) such that 732.5 million euros was paid by FROB to the Spanish State in December 2025, and the remaining 200 million euros were postponed to be paid on 11 December 2026.

4. ANNUAL ACCOUNTS 2025

153. In its meeting held from 24 to 25 June 2026, FROB's Governing Committee approved, with prior report from the Audit Committee, the annual accounts corresponding to the body for the 2025 financial year, accounts previously formulated by its Chair, in accordance with the provisions of Articles 54.5 c) and 55.4 c) of Law 11/2015.

154. The 2025 annual accounts of FROB reflect assets of 15,693 million euros, liabilities of 222 million euros, and net equity of 15,471 million euros, including the financial year's result, which amounted to 7,253 million euros.

155. The annual accounts of FROB are subject to review by an external auditor. In its report, the auditor indicates that in its opinion, FROB's annual accounts provide, in all significant aspects, a true and fair view of FROB's equity and financial situation as of 31 December 2025.

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APPENDIX

Historical aid chart for FROB in M€ (as at 31/12/2025)

Involved entities	EPAs and guarantees (**)	Shares, preferred shares or CoCos	Recoveries
Catalunya Banc Catalunya, Tarragona, Manresa	524	12,052	782
CEISS Caja España-Duero	430	1,129	604
Nova CaixaGalicia Galicia, Caixanova	338	9,052	783
*Banco Gallego (separated from NCG)	-	245	-
BFA-Bankia Madrid, Bancaja, Laietana, Insular, Rioja, Ávila, Segovia	-	22,424	1,260 (*)
Banco Mare Nostrum Murcia, Penedés, Sa Nostra, Granada	-	1,645	
Banca Cívica Navarra, Cajasol-Guadalajara, General de Canarias, Municipal de Burgos	-	977	977
Banco de Valencia	371	5,498	-
Liberbank G. Cajastur, C. Extremadura, C. Cantabria	-	124	124
Caja3 CAI, C. Círculo, C. Badajoz	-	407	407
Caja Sur	392	800	800
Interest collected (CoCos and preferred shares)	-	**-**	**1,445**
FROB injection	**2,055**	**54,353**	**-**
Sareb	**-**	**2,192**	**-**
Total	**2,055**	**56,545**	**7,182**

(*) The amount already recovered as of 31/12/2025 through dividend payments from BFA to FROB amounts to €1,260 million. In any case, the amount that will ultimately be recovered from FROB's injected aid in the BFA/Bankia group will depend on the amount that is definitively obtained by divesting this holding. In the end, to the amounts already recovered, the obtained from divestment should be added. In that sense, the best estimate of the recoverable amount for FROB in a hypothetical divestment of its participation in BFA corresponds to the sum of: i) the net equity of BFA and ii) the latent capital gains on CaixaBank's holding not recognized in that net equity. Thus, the recoverable value of BFA reflected in FROB's 2025 annual accounts is €15,467 million, the sum of i) €5,512 million of BFA's net equity at year-end and ii) €9,955 million of latent capital gains not recognized in that net equity. To the amounts already recovered and those eventually obtained from divestment, €489 million already included in "Recoveries" under the heading of interest collected on coupons and others, should be added.

(**) Within the framework of the sale and resolution processes of financial entities, FROB granted a series of guarantees for a maximum amount of €10,858 million, aimed at incentivizing the participation of various buyers to thus maximize the sale results and minimize the use of public resources. The final cost for FROB of all the guarantees granted in the different divestment processes and paid in recent years has been €2,055 million, much lower than the initially guaranteed amounts.

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